



SIDLEY AUSTIN LLP
787 SEVENTH AVENUE
NEW YORK, NY 10019
(212) 839 5300
(212) 839 5599 FAX

cwork@sidley.com
(212) 839-5309

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JUN 29 2010
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RECORDED 23153-G

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SURFACE TRANSPORTATION BOARD

June 28, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Re: RAIL-2000-NL

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) copies of a Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement (RAIL-2000-NL), dated June 28, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Lease Supplement previously filed with the Board under Recordation Number 23153.

The names and addresses of the parties to the enclosed documents are:

Lessor: U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but solely as Trustee
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Lessee: General Electric Capital Corporation
120 Long Ridge Road
Stamford, Connecticut 06927

A description of the railroad equipment covered by the enclosed documents is:

3 railcars RELEASED: HS 2934, NS 166327 and HS 3187

Chief, Section of Administration
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and

3 railcars ADDED: NAHX 502409, NAHX 321100 and NATX 304068.

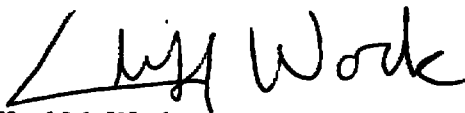
A short summary of the document to appear in the index follows:

Amendment to Memorandum of Lease Agreement and Lease Supplement.

Also, enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Sincerely yours,


Clifford M. Work

Enclosures

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MEMORANDUM OF AMENDMENT TO MEMORANDUM SURFACE TRANSPORTATION BOARD
OF LEASE AGREEMENT AND LEASE SUPPLEMENT

This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement with Recordation Number 23153, and which was filed with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on October 2, 2000, is made and entered into as of June 28, 2010, by and between U.S. BANK NATIONAL ASSOCIATION (as successor to State Street Bank and Trust Company of Connecticut, National Association), not in its individual capacity but solely as Trustee (hereinafter "Lessor"), and GENERAL ELECTRIC CAPITAL CORPORATION (hereinafter "Lessee") respecting the Replacement Lease Supplement (RAIL-2000-NL), dated June 28, 2010, which supplemented the Lease Agreement (RAIL-2000-NL), dated September 27, 2000, and Lease Supplement (RAIL-2000-NL), dated as of September 27, 2000 (collectively the "Lease") between Lessor and Lessee.

Pursuant to the provisions of the Lease, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, (a) Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor, under the Lease as supplemented, the Replacement Items of Equipment described in Schedule A attached hereto and (b) the Items of Equipment described in Schedule B hereto are hereby deleted from the Lease and are no longer deemed Items of Equipment for any purpose, subject to the terms defined in the Lease.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is not a summary of the Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement and the provisions of the Lease, the provisions of the Lease, as the case may be, shall control.

3. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301.

4. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written above.

LESSOR:

U.S. BANK NATIONAL ASSOCIATION
(as successor to State Street Bank and Trust
Company of Connecticut, National
Association), not in its individual capacity, but
solely as Trustee

By: 

Name: Susan C. Merker

Title: Vice President

STATE OF CONNECTICUT)

COUNTY OF HARTFORD)

SS:

On the 15th of June, 2010, before me personally appeared Susan C. Merker, to me personally known, who being duly sworn, that she/he is Vice President of U.S. Bank National Association, that said instrument was signed on behalf of said national banking association by authority of its Bylaws, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Notary Public

Karen R. Felt

My Commission expires:



LESSEE:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: Patrice A. Powers

Name: Patrice A. Powers

Title: Attorney-in-Fact

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On the 23RD of JUNE, 2010, before me personally appeared PATRICEA POWERS to me personally known, who being duly sworn, that she/he is Authorised Signatory of GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Lynn M. Matus
My Commission expires 3/28/12



Schedule A

REPLACEMENT ITEMS OF EQUIPMENT

<u>Car Mark</u>	<u>Car Type</u>	<u>Built Date</u>
NAHX 502409	HOPPER	2008
NAHX 321100	HOPPER	2008
NATX 304068	TANK	2008

Schedule B

ITEMS OF EQUIPMENT TO BE REPLACED

<u>Car Mark</u>	<u>Car Type</u>	<u>Built Date</u>
HS 2934	BOX	1998
NS 166327	GON/OT	1998
HS 3187	BOX	1998